

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the matter of the Application of
AccuTel of Texas, Inc., d/b/a
1-800-4-A-PHONE for a Certificate
to Provide Competing Local
Telecommunications Service

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REC'D IN
REGULATORY AUTH.
JUL 31 PM 4 05

CLERK OF COURT
EXECUTIVE SECRETARY

00-00672

**APPLICANT'S MOTION FOR PROTECTION OR CONFIDENTIAL TREATMENT
OF PROPRIETARY INFORMATION IN APPLICATION**

AccuTel of Texas, Inc., seeks confidential treatment of Attachment E which is attached to its Application for Certificate to Provide Competition Local Telecommunications Services and Interlata Long Distance Service. Attachment E contains the Applicant's financial statements. Applicant is not a publicly traded company, and this information is not otherwise available to Applicant's competitors. Disclosure of same could be competitively damaging to Applicant, and, therefore, would not be in the public interest.

WHEREFORE, PREMISES CONSIDERED, Applicant prays that the information contained in Attachment E (which was submitted under seal) be treated as confidential and proprietary.

Respectfully submitted,

Mark Foster
Foster & Malish, L.L.P.
1403 West Sixth Street
Austin, Texas 78703
(512) 476-8591
(512) 477-8657/facsimile

By: _____

Mark Foster

Attachment E
On File

VERIFICATION

STATE OF Tx

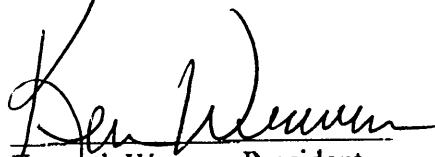
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COUNTY OF Dallas

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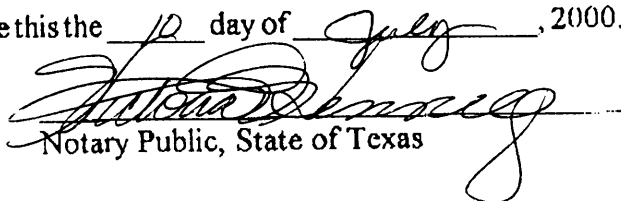
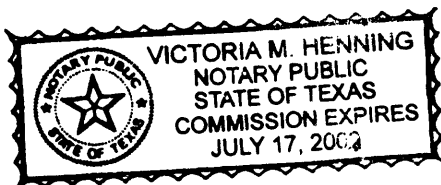
Kenneth Weaver, being first duly sworn, deposes and says: That he is the President for AccuTel of Texas, Inc., the applicant in the above proceeding, that he has read the foregoing application, and knows the contents thereof, and that he is authorized by AccuTel of Texas, Inc. to verify that the contents of the applications are true.



Kenneth Weaver, President
AccuTel of Texas, Inc.
7900 Carpenter Freeway
Dallas, Texas 75247
(214) 630-9175

SUBSCRIBED AND SWORN to before me this the 10 day of July, 2000.

(SEAL)


Notary Public, State of Texas

My Commission Expires: _____

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the matter of the Application of	§
AccuTel of Texas, Inc., d/b/a	§
1-800-4-A-PHONE for a Certificate	§
to Provide Competing Local	§
Telecommunications Service	§

APPLICATION FOR CERTIFICATE TO PROVIDE
COMPETING LOCAL TELECOMMUNICATIONS SERVICES
AND INTERLATA LONG DISTANCE SERVICE

Pursuant to applicable Tennessee Statutes and the Rules and Regulations of the Tennessee Regulatory Authority and Section 253 of the Federal Telecommunications Act of 1996 ("Act"), AccuTel of Texas, Inc. dba 1-800-4-A-PHONE ("AccuTel") respectfully requests that the Tennessee Regulatory Authority ("TRA") grant to AccuTel authority to provide competing basic local exchange telecommunications services and InterLATA long distance services within the State of Tennessee. AccuTel is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services.

In support of its Application, AccuTel submits the following:

1. The full name and address of the Applicant is:

AccuTel of Texas, Inc. dba 1-800-4-A-PHONE
7900 Carpenter Freeway
Dallas, Texas 75237
(214) 630-9175

Questions regarding this application should be directed to:

Mark Foster, Attorney
Foster & Malish, L.L.P.
1403 West Sixth Street
Austin, Texas 78703
(512) 476-8591
(512) 477-8657/fax

Contact name and address at the Company is:

Kenneth Weaver, President
AccuTel of Texas, Inc.
7900 Carpenter Freeway
Dallas, Texas 75237
(214) 630-9175
(214) 630-6759/fax

2. Names and addresses of all officers.

The names and addresses of the Applicant's principal corporate officers and other senior managers responsible for Tennessee local operations are listed in Attachment A of this Application.

3. Corporate Information.

AccuTel of Texas, Inc. was incorporated in the State of Texas on November 20, 1996. A copy of AccuTel's Articles of Incorporation and amendments are provided in Attachment B, and a copy of AccuTel's Authority to transact business in the State of Tennessee is provided in Attachment C.

4. Repair and Maintenance Information.

AccuTel understands the importance of effective customer service for local service consumers. AccuTel has made arrangements for its customers to call the company at its toll-free customer service number. In addition, customers may contact the company in writing at the headquarters address. The toll-free number will be printed on the customers' monthly billing statements.

5. Status of AccuTel in other states.

See attachment D

6. Financial, Managerial and Technical Qualifications.

AccuTel possess the managerial, technical and financial ability to provide local telecommunications service in the State of Tennessee as demonstrated below.

6.A. Financial Qualifications

AccuTel has sufficient financial capability to provide the requested service in the proposed geographic area. AccuTel will resell services and will not be a facilities-based carrier. The attached financial statements demonstrate AccuTel's growth over the past three (3) years of operations. As of December 31, 1999, AccuTel had current assets of \$1,227,885.42. AccuTel is capable of obtaining additional capital as may be needed to provide the requested service to Tennessee residents and to maintain the requested service. AccuTel has a demonstrated track record of service to Texas residents where 22,000 residential customers are currently enjoying AccuTel's competitive services.

6.B. Managerial Qualifications

As shown in Attachment F to this Application, AccuTel has the managerial experience to successfully operate a telecommunications enterprise in Tennessee. The backgrounds of these key executives, combined with the AccuTel's proven track record is clear evidence that AccuTel possesses the managerial qualifications required to provide local service.

6.C. Technical Qualifications

AccuTel's services will satisfy the minimum standards established by the TRA. The Company will file and maintain tariffs as required by the TRA and will comply with all applicable regulations and standards. Key personnel have considerable experience in telecommunications as demonstrated in Attachment F. AccuTel's experience in providing affordable, competitive local exchange service to Texas residents will enable it to provide the same high-quality service to Tennessee residents.

7. Proposed Service Area

The applicant proposes to offer its services throughout the State of Tennessee in areas currently served by BellSouth and Sprint/United which are designated open to competition.

8. Types of Local Exchange Service to be provided

AccuTel expects to offer basic local exchange service and interLATA long distance service, primarily to residential customers in Tennessee.

9. Statement of Compliance

AccuTel agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the Tennessee Regulatory Authority.

Respectfully submitted,



Mark Foster, Attorney
Foster & Malish, L.L.P.
1403 West Sixth Street
Austin, Texas 78703
(512) 476-8591
(512) 477-8657/fax

AccuTel of Texas, Inc.

Attachment A

**Names and Addresses of
AccuTel Officers**

AccuTel of Texas, Inc.

OFFICERS AND DIRECTORS

All officers and directors may be contacted through the corporate offices at 7900 Carpenter Freeway, Dallas, Texas 75237.

Kenneth Weaver, President/Board Member

Peni Barfield, Secretary/Treasurer/Board Member

Debi Glick, Board Member

AccuTel of Texas, Inc.

Attachment B

Certificate of Incorporation



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

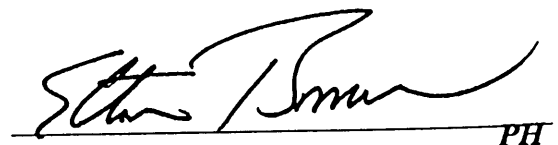
ACCUTEL OF TEXAS, INC.
CHARTER #1422676-00

ARTICLES OF INCORPORATION

NOVEMBER 20, 1996



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on September 9, 1999.



Elton Bomer
Secretary of State

PH

**ARTICLES OF INCORPORATION
OF
AccuTel of Texas, Inc.**

FILED
In the Office of the
Secretary of State of Texas
NOV 20 1996
Corporations Section

We, the undersigned natural persons of the age of eighteen years or more, who are citizens of the State of Texas, acting as Incorporators of a Corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE

The name of the Corporation is ACCUTEL OF TEXAS, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The Corporation is organized for the purpose of providing all types of telecommunication services.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have the authority to issue is 2,500 shares of common stock of par value of \$10.00 each. Each share has identical rights and privileges in every respect.

ARTICLE FIVE

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of a stated sum which shall be at least one thousand

dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE SIX

Shareholders shall be granted the pre-emptive rights to acquire any additional unissued or treasury shares of Corporation now or hereafter authorized or held.

ARTICLE SEVEN

It is expressly provided that there shall be no cumulative voting of the shares of the capital stock of this Corporation, whether now or hereafter authorized, for the election of the Director(s) thereof.

ARTICLE EIGHT

The Corporation may purchase, directly or indirectly, its own shares to the extent of the aggregate of unrestricted capital surplus and unrestricted reduction surplus available thereof.

ARTICLE NINE

The Shareholders of the Corporation hereby delegate to the Board of Directors power to adopt, amend, or repeal the By-Laws of the Corporation; such power shall be deemed to be vested exclusively in the Board of Directors and shall not be exercised by the Shareholders.

ARTICLE TEN

No contract or other transaction between the Corporation or any other firm or Corporation shall be affected or invalidated by

the fact that any one or more of the Directors or Officers of the Corporation is or are interested in or is a member, Director, Officer, or Officers, individually or jointly may be, a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm or Corporation or association shall be affected or invalidated by the fact that any Director or Directors, or Officer or Officers of the Corporation is a party or are parties to or interested in such contract, act or transactions, or in any way connected with such person, firm, Corporation or association, and each and every person who may become a Director or Officer of the Corporation is hereby relieved, as is legally permissible from any disability which might prevent him, or any firm, Corporation or association in which he or she may in any way be interested, from so acting.

ARTICLE ELEVEN

The Post Office address of the initial registered office and the name of the initial registered agent at such address are as follows:

NAME	ADDRESS
Ken Weaver	11880 Greenville Ave. Suite 110 Dallas, Texas 75243

ARTICLE TWELVE

The number of Director(s) constituting the initial Board of Directors is one, and the name and address of the person who is

to serve as Director until the first annual meeting of the shareholders or until successors are elected and qualified is:

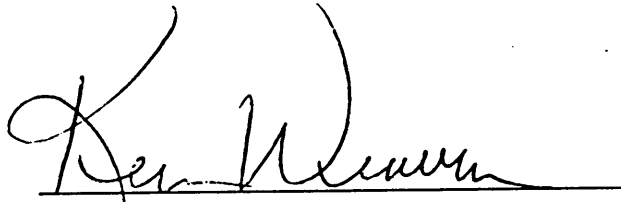
NAME	ADDRESS
Ken Weaver	11880 Greenville Ave. Suite 110 Dallas, Texas 75243

ARTICLE THIRTEEN

The name and address of the Incorporator is:

NAME	ADDRESS
Ken Weaver	11880 Greenville Ave. Suite 110 Dallas, Texas 75243

IN WITNESS WHEREOF, I have hereto set my hand this 19th day of November, 1996.


Ken Weaver

AccuTel of Texas, Inc.

Attachment C

Certificate of Authority

• Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 10/13/99

REQUEST NUMBER: 3754-0702

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 10/13/99 0919

EFFECTIVE DATE/TIME: 10/13/99 0919

CONTROL NUMBER: 0378443

TO:

FOSTER, MALISH & HILL, L.L.P.

ATTN : MARK FOSTER

1403 WEST 6TH STREET

AUSTIN, TX 78703

RE:

ACCUTEL OF TEXAS, INC.

APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 10/13/99

FROM:
FOSTER, MALISH & HILL, L.L.P.
1403 WEST 6TH STREET

AUSTIN, TX 78703-0000

RECEIVED: FEES \$600.00 \$0.00

TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002560145
ACCOUNT NUMBER: 00322476



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

RECEIVED
99 OCT 13 AM 9:19
FILED

To the Secretary of State of the State of Tennessee:
Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is AccuTel of Texas, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Texas

3. The date of its incorporation is 11/20/96 (must be month, day, and year), and the period of duration, if other than perpetual, is perpetual

4. The complete street address (including zip code) of its principal office is

7900 Carpenter Freeway, Dallas, Texas 75237
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

530 Gay Street, Knoxville, Tennessee 37902
Street City County Zip Code

CT Corporation System
Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

Ken Weaver, President, 7900 Carpenter Freeway, Dallas, TX 75237
Peni Barfield, Secretary, 7900 Carpenter Freeway, Dallas, TX 752
Peni Barfield, Treasurer, 7900 Carpenter Freeway, Dallas, TX 752

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

Ken Weaver, Peni Barfield, Debi Glick
7900 Carpenter Freeway, Dallas, Texas 75237

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) n/a

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

n/a (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

10/6/1999
Signature Date

President
Signer's Capacity

AccuTel of Texas, Inc.
Name of Corporation

Ken Weaver
Signature

Ken Weaver
Name (typed or printed)

AccuTel of Texas, Inc.

Attachment D

Status of AccuTel in other States

AccuTel of Texas, Inc., is authorized to provide telecommunication services as a competitive local exchange company in Texas. AccuTel is authorized to provide local exchange service in Florida, the District of Columbia, Kansas, Nevada, Oklahoma, Missouri, and Arkansas. AccuTel has applications pending in Georgia, Colorado, and California and is preparing filings for a number of additional jurisdictions. No application has been denied.

AccuTel of Texas, Inc.

Attachment F

Biographies of Senior Executive Team

Ken Weaver

Objective .Provide Current Personnel Profile for Filings

Experience

1996-1999 AccuTel of Texas Dallas, TX
Founder & CEO

- Sales from startup to \$15 million currently.
- Structured staffing growth from 2 to 73 currently.
- Currently expanding scope of operations to nationwide presence.

1979-1995 PCI Inc. Dallas, TX
Founder & CEO

- Sales from startup to \$14 million.
- Managed 200 subcontractors and office staff.
- Consistently hyphenated construction cycles and increased profitability.

Education 1973-1977 North Texas State University Denton, TX

- B.A., Business Administration.

Interests Aviation, sailing, sports, auto racing, computers.

Peni Barfield

4456 Thunder Road
Dallas, Texas 75244
972-645-2023

Employment**7/96-Present Administrative Manager**

AccuTel of Texas, Inc.
Dallas, Texas

Processed initial application with State of Texas Public Utility Commission for Certificate of Operating Authority in State of Texas. Established administrative banking relationships for operating, payroll and investment accounts. Manage all accounting components of corporation to include Accounts Payable, Accounts Receivable, General Ledger, and tax filings. Provide guidance to Corporate Managers enabling their departments to obtain corporate goals and requirements. Manage all Human Resource components of organization to include recruiting, benefits administration, and regulated compliance.

4/94-7/96 Administrative Manager

PCI Management, Inc.
Dallas, Texas

Managed corporate investment properties to include collection of receivables on corporate leaseholds. Coordinated maintenance response on investment properties. Managed all administrative and accounting aspects of corporation, including accounts payable, accounts receivable, general ledger, payroll, TWC tax filings, 941 Tax filing, 940 Tax filing and Corporate Tax filings, bank account reconciliation. Responsible for tracking principal and interest on all corporate loans to pay-off.

3/88-4/94 Human Resources Director

Texas Back Institute
Plano, Texas

Responsible for recruiting efforts for all levels of staff to include licensed clinicians, management and administrative personnel. Established effective recruiting means for various levels of staffing demands. Recruiting responsibilities included interviewing, coordinating scheduling of interviews with appropriate management staff, verifying work history and credentials of applicants, as well as providing final recommendation for hiring. Responsible for all aspects of benefits administration including competitive bid analysis of medical benefits, systematic insurance claims filing, 401k administration under United States Security and Exchange Commission guidelines.

8/82-2/88 Benefits Administrator 4/86-2/88

Southeast-Atlantic Corporation
Jacksonville, Florida

Responsible for administration of group medical and dental insurance, 401k plan and corporate payroll for 500+ employees. Responsible for conducting benefits meetings with employees as well as provided employee support on benefits. Processed and managed claims handling procedures for all health care claims. Coordinated, managed, maintained, and distributed payroll to multi-location statewide facilities. Provided payroll support to branch managers. Established payroll-handling procedures for submission of time, uniform allowances, benefits deductions and management reporting.

Executive Assistant 5/85-4/86

Southeast-Atlantic Corporation
Jacksonville, Florida

Provided administrative support the Chief Financial Officer of the corporation. Administered cash-flow analysis on various corporate investments. Represented CFO in most vendor relationships. Prepared all outgoing correspondence. Processed distribution to Corporate Board of Directors. Scheduled quarterly Board of Director's meetings. Prepared minutes on Accounting Management meetings.

Executive Assistant 8/82-5/85

Southeast-Atlantic Corporation
Jacksonville, Florida

Provided administrative support to the Vice President of Marketing and Vice President of Operations. Prepared all outgoing correspondence. Prepared weekly advertising flow charts for statewide campaigns. Managed statewide coupon campaigns. Assisted in-house advertising department with accounting functions.

5/80-8/52 Mortgage Loan Processor

Barnett National Bank, N.A.
Jacksonville, Florida

Processed mortgage loan application for single-family loan department. Initiated initial application with loan customer and processed package to closing. Was required to process application in compliance with Federal National Mortgage Association guidelines and obtain loan approval from Federal Housing Administration, Veterans Administration or Conventional Underwriter.

Education

University North Florida – Jacksonville Campus –Business Administration
Diploma Terry Parker High School, Jacksonville, Florida

DEBI W. GLICK
16301 Ledgeмонт Ln., #166
Addison, TX 75001
(972) 267-2158

WORK HISTORY:

Accutel of Texas, Dallas, TX

September 1998-present

- Operations Manager for rapidly growing telecommunications company assisting with operational flow, establishment of sound business practices and development of corporate policies.
- Oversee daily operations of order and payment processing.

Concentra Medical Center, Elkridge, Maryland & Denver, CO *Area Administrator*

November 1994 - September 1998

- Responsible for day-to-day operations of eight occupational medicine clinics.
- Oversight of budget, clinic operations, staffing, and personnel functions.
- Successfully helped to transform Denver market to one of the most efficient & profitable in the country.
- Exceeded budgeted operating income by over \$500,000.00 in 1997 by reduction of expenses through cost control of supplies and services, negotiation of fees with vendors, and control of overtime expense, including cross-training staff to maximize coverage during peak times and increase productivity during low volume times.

The Health Group, Dallas, Texas *Health Care Consultant*

June 1993 - November 1994

- Consulted with physician practices, specializing in practice management.
- Assisted in practice acquisitions, dissolution's, and reorganization of physician operations and billing.
- Handled multiple assignments in organizational and systems analysis.

WMA, Dallas, Texas (Family Owned Business) *Marketing Associate*

August 1992 - June 1993

- Established personnel policies; including evaluation of current practices, and industry standards.
- Composition of sales representative's compensation packages.
- Improvement of efficiency through utilization of new software programs and improvements in customer service processes.

Texas Back Institute, Plano Texas *Executive Director of Operations*

June 1987 - August 1992

- Responsible for day-to-day operations for five (5) spine surgeons, including a multidisciplinary support group of physicians, which included multiple locations. Oversight of work hardening program operations.
- Responsibility for budgets, staffing, and personnel for multi-million dollar practice. Implemented systems to improve efficiency with computerized scheduling & extended utilization of ancillary staff to improve physician productivity.
- Assisted in new site selection, construction oversight, and marketing of the freestanding work hardening clinics.

Primacare Medical Centers, Dallas, Texas *Operations Manager*

May 1981 - May 1987

- Management of operations for 7 urgent care centers including conversion of one clinic to a joint venture arrangement. Assisted in transition of clinics from urgent care focus to family practice model.
- Administered corporate policy implementation at center level, and monitored to quality assurance standards.

EDUCATION:

University of Dallas, Dallas, Texas MBA Health Care Administration

May 1992

University of Evansville, Evansville, Indiana Social Work degree B.S.W., Graduated Cum Laude

May 1978

ACCUTEL OF TEXAS, INC.

**SMALL AND MINORITY-OWNED
TELECOMMUNICATIONS BUSINESS
PARTICIPATION PLAN**

Pursuant to T.C.A. § 65-5-212, as amended, AccuTel of Texas, Inc. ("AccuTel") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate interexchange and local exchange services in Tennessee.

I. PURPOSE

The purpose of Section 65-5-212 is to provide opportunities for small and minority-owned business to provide goods and services to Telecommunications service providers. AccuTel is committed to the goals of Section 65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. AccuTel will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, AccuTel will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to AccuTel of such opportunities. Prior to contracting with any Tennessee vendor AccuTel's representatives will contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, AccuTel will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement process.

II. DEFINITIONS

As defined in Section 65-5-212:

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is

impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business. Small business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

AccuTel's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting AccuTel's full efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Mr. Kenneth Weaver
AccuTel of Texas, Inc.
7900 Carpenter Freeway
Dallas, Texas 75237
(214) 630-9175
(214) 630-6759/fax

The Administrator's responsibilities will include:

- (1) maintaining an updated Plan in full compliance with Section 65-5-212 and the rules and orders of the Tennessee Regulatory Authority.
- (2) establishing and developing policies and procedures necessary for the successful implementation of the Plan.
- (3) preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in Section 65-5-212.
- (5) searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts.

- (6) providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses.
- (8) providing information and educational activities to persons with AccuTel and training such persons to seek out, encourage, and promote the use of small and minority-owned businesses.

In performance of these duties, the Administrator will utilize a number of resources, including:

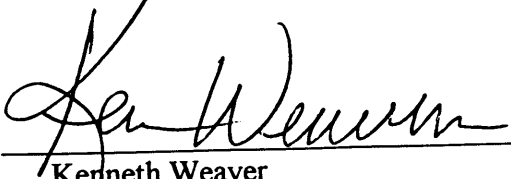
Chambers of Commerce
The Tennessee Department of Economics and Community Development
The United States Department of Commerce
Small Business Administration
Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, small and minority-owned businesses assistance with technical, insurance, bonding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

AccuTel will maintain records of qualified small and minority-owned business and efforts to use the goods and services of such businesses. In addition, AccuTel will maintain records of educational and training activities conducted or attended and of the internal procurement procedure adopted to support this Plan.

AccuTel will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, AccuTel will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

By: 
Kenneth Weaver
President for AccuTel of Texas, Inc.

Dated: 7/25/00

TESTIMONY OF DEBI GLICK

17. Please state your full name and business address.
1. My name is Debi Glick. My business address is AccuTel of Texas, Inc., 7900 Carpenter Freeway, Dallas, Texas 75247.

17. In what capacity are you sponsoring this testimony?
1. I am the operations manager of the Applicant, AccuTel of Texas, Inc. ("AccuTel"). As Operations Manager of AccuTel, I am familiar with the day to day business of the company. AccuTel is a corporation, and attached to the application are copies of the corporation's Articles of Incorporation, by-laws and license to do business in the State of Tennessee.

17. What is the purpose of your testimony?
1. The purpose of my testimony is to describe and support AccuTel's application for a Certificate of Convenience and Necessity to provide local exchange telecommunications services within the State of Tennessee.

17. In your opinion does AccuTel have the financial soundness and ability to provide local exchange telecommunications services within the State of Tennessee?
1. Yes. As evidenced by the financial information filed on behalf of AccuTel in this case, AccuTel has sufficient cash and other assets available to begin business as a local exchange telecommunications services provider. AccuTel has been a profitable company and will continue to be so with the addition of local exchange services in Tennessee.

17. In your opinion does AccuTel have the technical and managerial expertise to provide local exchange service if this Application is granted?
1. Yes. AccuTel has been a competitive local exchange company for three (3) years and presently holds authority in Texas, Kansas, and Florida. Resumes which describe the experience of the company's key personnel are attached to the Application.

17. What is the name, address and toll free telephone number an end user may contact concerning repairs and maintenance, billing questions, refunds and any other customer service related inquiries?
1. Debi Glick, 7900 Carpenter Freeway, Dallas, Texas 75247, (800) 687- 5700.

17. Will she also be the contact person for the Commission's Consumer Services division for customer service related inquiries and at that same address and toll free number?
1. Yes.

17. Who will be the contact person for Tennessee regulators regarding any questions, which are not customer service related?
1. Kenneth Weaver or Debi Glick, 7900 Carpenter Freeway, Dallas, Texas 75247, (800) 687- 5700.

17. Is AccuTel doing business as a local exchange service provider in any other state or has it ever requested certification as a local exchange service provider in any other state?
1. Yes. AccuTel has held a Special Provider Certificate of Authority from the Texas Public Utility Commission since February 5, 1997. AccuTel has recently been granted authority in Kansas and Florida but has not yet begun operations in those states. AccuTel has applications pending in other states; no application has been denied.
17. What area or territory is AccuTel proposing to serve if this application is granted?
1. AccuTel proposes to offer its services throughout the State of Tennessee in areas served by BellSouth and Sprint/United which are designated open for competition.
17. If AccuTel becomes authorized to provide local exchange service, does it intend to require customers to make customer deposits?
1. No.
17. What accounting system will be utilized by AccuTel?
1. AccuTel intends to use the FCC's Uniform System of Accounts - FCC Part 32.
17. Will any affiliates or subsidiaries of AccuTel be providing telecommunications and/or other services to AccuTel?
1. No.
17. Do you believe that the granting of a certificate of convenience and necessity to AccuTel to provide local exchange telecommunications services will be in the public interest?
1. Yes I do. AccuTel has the financial, managerial and technical capabilities and is ready, willing and able to provide high quality local exchange service to the benefit of the customers it will serve.
17. Do you request that the Application be granted and that AccuTel be granted a Certificate of Public Convenience and Necessity to provide local exchange telecommunications services within the State of Tennessee?
1. Yes, I do.
17. Does that conclude your testimony?
1. Yes, it does.

Debi Glick
Debi Glick

Dated: 7/25/00